



eagers
automotive
Moving Together.

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Notice of Annual General Meeting

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Notice of Annual General Meeting

The Annual General Meeting ('AGM') of Eagers Automotive Limited ('Company') will be held on Wednesday, 18 May 2022 at 11:00 am (Qld time).

It will be held as a hybrid meeting, thereby giving shareholders an opportunity to attend either online or in person.

Shareholders are invited to attend the AGM online at <https://meetnow.global/MJ65NAT>. Shareholders may do this electronically by using a compatible web browser on their computer, tablet or smartphone.

Attending the AGM online will provide shareholders with the ability to view and participate in the proceedings of the AGM, both in person and by webcast. It will allow shareholders to cast their votes during the AGM in real time. Alternatively, shareholders may choose to attend in person at the offices of Morgans Stockbroking, Level 29, 123 Eagle Street, Brisbane, Queensland.

Further instructions on how to attend the meeting are contained in the Meeting Guide in the **Annexure** to this notice. This includes information on how to vote and ask questions online during the AGM.

ORDINARY BUSINESS

1. Financial Reports

To receive and consider the financial report, directors' report and independent auditor's report for the Company and its controlled entities for the year ended 31 December 2021.

2. Re-election of Director – Mr Daniel Thomas Ryan BÉc, MBus, FAICD

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Daniel Thomas Ryan, who retires by rotation in accordance with the Company's constitution, and being eligible, be re-elected as a director of the Company."

3. Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding advisory resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth) ('Corporations Act'):

"That the Company's remuneration report for the year ended 31 December 2021 be adopted."

This resolution is subject to voting exclusions as set out in the Explanatory Notes.

ADDITIONAL INFORMATION

Please refer to the Explanatory Notes for more information on the voting procedure and each item of business.

By Order of the Board

14 April 2022



Denis Stark

Company Secretary

EXPLANATORY NOTES

These Explanatory Notes are included in, and form part of, the Notice of Annual General Meeting dated 14 April 2022.

VOTING

1. Poll

In accordance with Article 40 of the Company's constitution, the Chairman intends to call a poll on each resolution proposed in this notice. The results of the voting on the resolutions will be announced to the ASX promptly after the AGM.

2. Entitlement to Vote

You will be eligible to vote at the AGM if you are a registered holder of ordinary shares in the Company as at 7.00 pm (Qld time) on Monday, 16 May 2022. A shareholder who is entitled to attend and vote at the AGM may do so by:

- casting a direct vote prior to the AGM;
- casting a vote online or in person during the AGM; or
- appointing a proxy or representative to vote on their behalf.

3. Direct Voting prior to the AGM

In accordance with Article 37(b) of the Company's constitution, the board has determined that shareholders entitled to attend and vote at the AGM may do so without attending the AGM or appointing a proxy. Voting in this manner is referred to as 'direct voting'.

If you do not attend the AGM, you may cast a direct vote prior to the AGM by following the instructions set out in the **enclosed** Voting Form. Direct votes must be lodged at least 48 hours before the AGM commences (ie. no later than 11.00 am (Qld time) on Monday, 16 May 2022).

4. Voting during the AGM

Shareholders attending the AGM online or in person may cast a vote during the AGM in real time. Details of how to attend and vote at the AGM online are set out in the Online Meeting Guide.

5. Proxies and Representatives

If you are a shareholder entitled to attend and vote at the AGM, you may appoint a proxy to attend and vote on your behalf. You may direct the proxy how to vote.

To appoint a proxy, you must follow the instructions set out in the Voting Form. Proxy appointments must be received at least 48 hours before the AGM commences (ie. no later than 11.00 am (Qld time) on Monday, 16 May 2022).

If a proxy is appointed by a shareholder under power of attorney, the original or a certified copy of the power of attorney must also be received by the Company's share registry at least 48 hours before the AGM commences (ie. no later than 11.00 am (Qld time) on Monday, 16 May 2022).

If you are entitled to cast two or more votes, you may appoint either one or two proxies. To appoint a second proxy, follow the instructions on the Voting Form.

A proxy may be an individual or a body corporate but need not be a shareholder of the Company.

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A body corporate that is a shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The body corporate or representative must provide a 'certificate of appointment of corporate representative' prior to the representative's admission to the AGM confirming its authority to act as the body corporate's representative. The Company's share registry can provide a form of the certificate on request.

6. Chairman's voting intentions and Undirected Proxies

The Chairman intends to vote all available proxies in favour of each resolution.

An undirected proxy for any resolution may be voted as the proxy chooses, subject to the following:

- An undirected proxy in relation to resolution 3 that is given to a member of the Company's Key Management Personnel whose remuneration is disclosed in the remuneration report for the year ended 31 December 2021 (other than the Chairman of the meeting) or any of their Closely Related Parties will not be voted. To allow such a proxy to vote, the shareholder must direct the proxy how to vote by marking the relevant 'For', 'Against' or 'Abstain' box on the Voting Form.
- If a shareholder appoints the Chairman as proxy, or if the Chairman is appointed as proxy by default, in relation to resolution 3, and the shareholder does not mark the 'For', 'Against' or 'Abstain' box opposite the relevant item on the Voting Form, the shareholder will be authorising the Chairman to vote even though the resolution is connected directly with the remuneration of members of the Company's Key Management Personnel.

In this notice:

- Members of **Key Management Personnel** comprise directors and executives whose remuneration for 2021 is disclosed in the remuneration report.
- A **Closely Related Party** of a member of Key Management Personnel is: (a) a company the member controls, (b) the member's spouse, child or dependant (or a child or dependant of the member's spouse) or (c) anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company.

SHARE REGISTRY'S CONTACT DETAILS

Lodge votes by mail, fax or online:

Mail: Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Fax: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Online: www.investorvote.com.au

Intermediary Online Subscribers:
www.intermediaryonline.com

All enquiries:

Phone: (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

ORDINARY BUSINESS

ITEM 1 – Financial Reports

The Corporations Act requires the financial report, directors' report and independent auditor's report to be laid before the AGM each year.

The financial report has been approved by the directors and audited by the independent auditor.

Whilst there is no requirement for the reports to be approved by shareholders, shareholders as a whole will have a reasonable opportunity at the AGM to ask questions about, and make comments on, the reports.

Shareholders will also have a reasonable opportunity to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

Shareholders may also address written questions to the Chairman about the management of the Company or to the auditor if the question is relevant to the contents of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM. In accordance with section 250PA(1) of the Corporations Act, written questions for the auditor, Deloitte Touche Tohmatsu, must be submitted to the Company by no later than the fifth business day before the day on which the AGM is held (ie. by no later than Wednesday, 11 May 2022).

ITEM 2 – Re-election of Director

The Company's constitution requires directors (other than the Managing Director and any alternate directors) to retire from office no later than the longer of the third AGM of the Company or 3 years, following their last election or appointment.

Mr David Arthur Cowper BCom, FCA

Mr Cowper was last re-elected as a director of the Company 3 years ago at the AGM in 2019, however is not seeking re-election this year. After almost ten years of outstanding service to the Company, Mr Cowper is intending to retire from the board at the conclusion of this year's AGM.

Mr Cowper has been an extremely dedicated, industrious and loyal servant of the Company since his initial appointment in July 2012, including in the vital role of Chairman of the Company's Audit & Risk Committee.

The board acknowledges and thanks Mr Cowper for his tireless efforts and immense contribution as a director of the Company since his initial appointment to the board.

Mr Daniel Thomas Ryan BEc, MBus, FAICD

Having been initially appointed as a non-executive director of the Company in January 2010, Mr Ryan was last re-elected to the board at the Company's AGM in May 2019.

Mr Ryan retires by rotation and, being eligible, offers himself for re-election as a director of the Company at the AGM in accordance with the Company's constitution.

Mr Ryan is a director and Chief Executive Officer of WFM Motors Pty Ltd, the Company's largest shareholder, and brings a wealth of industry knowledge to the board.

Mr Ryan has significant management experience in automotive, transport, manufacturing and retail industries.

The board derives significant benefit from the expertise and experience of Mr Ryan.

Further information about Mr Ryan is set out in the Company's 2021 annual report.

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Board Recommendation

The board (excluding Mr Ryan) recommends that shareholders **vote in favour** of this resolution for the re-election of Mr Ryan as a director.

ITEM 3 – Remuneration Report

Shareholders are asked to adopt the Company's remuneration report for 2021. The Corporations Act requires that listed companies put a resolution to their shareholders to adopt their remuneration report, by way of a non-binding advisory vote, each year.

The board views remuneration arrangements very seriously and has established a dedicated remuneration committee to assist in considering and addressing these matters.

Through the remuneration committee, the board consulted with key stakeholders, including shareholders and proxy advisors, and undertook a comprehensive review of the Company's remuneration framework before finalising and implementing the Company's new remuneration framework for 2021. The new framework is more closely aligned to market practice and addresses concerns that had given rise to the first strike received at our AGM in 2020.

The remuneration report is set out in the Company's 2021 annual report, which is available on the Company's website at www.eagersautomotive.com.au.

The remuneration report:

- outlines the Company's remuneration strategy, principles, framework and governance arrangements;
- explains the link between remuneration and value creation for shareholders;
- describes the relationship between remuneration and the Company's performance;
- sets out the Company's remuneration arrangements for Key Management Personnel; and
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

The remuneration report includes enhanced disclosure, readability and transparency, better showcasing the links between Company performance and remuneration outcomes and the elements of remuneration that are performance based.

The board believes the remuneration arrangements outlined in the remuneration report are appropriate for the Company given its size, complexity, operational requirements and business objectives, and that these arrangements are better aligned with market practice and will help drive the Company's performance for the benefit of all shareholders.

Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on the remuneration report.

Voting Exclusion Statement

Any member of the Company's Key Management Personnel whose remuneration is disclosed in the remuneration report for the year ended 31 December 2021 and their Closely Related Parties are not entitled to vote on this resolution in any capacity. However, any such person may vote as a proxy for another person who is entitled to vote on this resolution if the proxy appointment directs them how to vote on the resolution. In addition, this prohibition does not apply to the Chairman of the meeting acting as proxy for a person entitled to vote where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy even though the resolution is connected with the remuneration of Key Management Personnel.

Board Recommendation

As this resolution relates to matters including the remuneration of the directors, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, the board makes no recommendation regarding this resolution.

Annexure

ONLINE MEETING GUIDE



GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Filter' field. Select and click on the displayed meeting.

Search for meeting

Australia ▼

Filter

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

Shareholder Invitation Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN

Country ▼

Post Code

SIGN IN

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder Invitation Guest

If you are a received an email invitation for this meeting, please enter your invite code below.

Invite Code

SIGN IN

or To register as a guest

Select 'Guest' and enter your details.

Shareholder Invitation Guest

If you would like to attend the meeting as a Guest please provide your details below.

First Name

Last Name

Email


Company Name

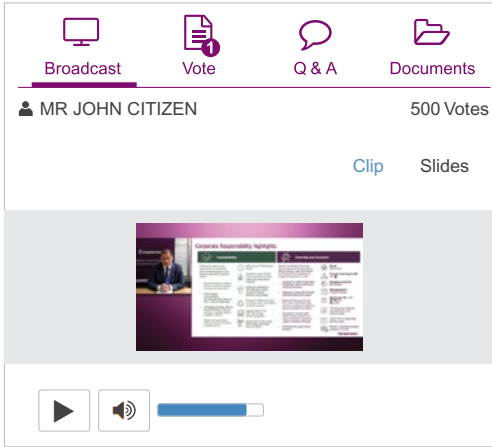
SIGN IN


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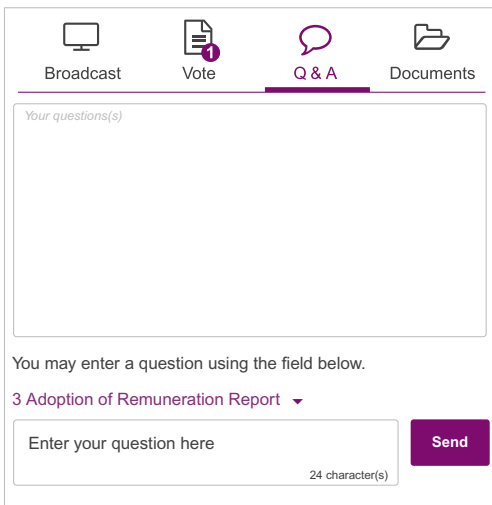
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Annexure

Broadcast  The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.



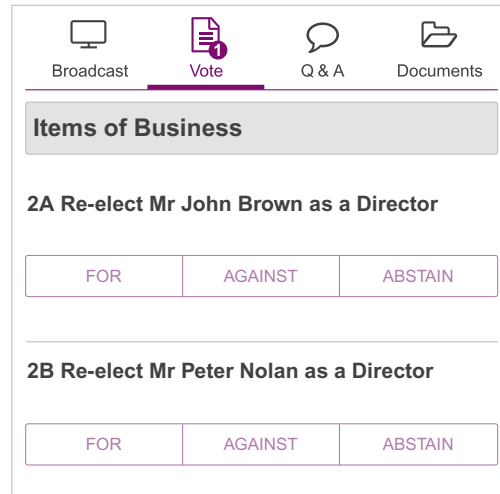
Q & A  To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.
To ask a verbal question, follow the instructions on the virtual meeting platform.



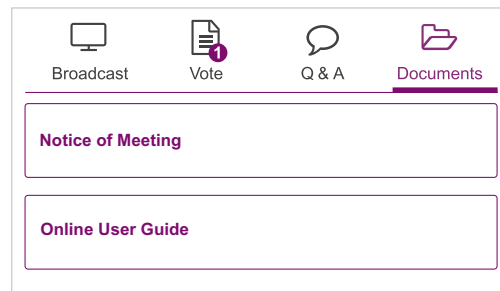
Vote  When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.



Documents  To view meeting documents select the 'Documents' icon and choose the document you wish to view.



FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **11:00 am (Qld time) on Monday, 16 May 2022.**

Voting Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 136653
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Voting Form

Please mark to indicate your directions

Step 1

Indicate How Your Vote Will Be Cast *Select one option only*

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At the Annual General Meeting of Eagers Automotive Limited to be held on **Wednesday, 18 May 2022 at 11:00 am (Qld time)** as a hybrid meeting, at which shareholders may attend online at <https://meetnow.global/MJ65NAT> or in person at the offices of Morgans Stockbroking, Level 29, 123 Eagle Street, Brisbane, Queensland, and at any adjournment or postponement of that meeting, I/we being member/s of Eagers Automotive Limited direct the following:

A **Vote Directly** Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

B **Appoint a proxy to vote on your behalf** I/We hereby appoint: **The Chairman of the Meeting** OR **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s). or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 3** (except where I/we have indicated a different voting intention in step 2) even though **Item 3** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 3** by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Item 2 Re-election of Director – Mr Daniel Thomas Ryan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

